

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

**CORRECTED ORDER AUTHORIZING THE EMPLOYMENT OF
PROTIVITI, INC. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS RETROACTIVE TO NOVEMBER 18, 2008**

This Matter Came Before the Court on *the Application Of Official Committee Of Unsecured Creditors Of Circuit City Stores, Inc., For Order Under 11 U.S.C. §§ 1103 And 327 And Fed.R. Bankr. 2014 And 5002, Authorizing And Approving Retention And Employment, Nunc Pro Tunc, Of Protiviti, Inc. As Financial Advisor* (the “Application”) and the Verified Statement of Michael Atkinson filed in support of the Application (the “Atkinson Statement”) both filed by the Official Committee of Unsecured Creditors (the “Committee”) for approval of Protiviti, Inc.’s (“Protiviti”) employment as financial advisor for the Committee in this case, pursuant to 11 U.S.C.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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§ 1103(a), and Bankruptcy Rule 2014(a), And it appearing to the Court that the said Application should be approved, it is, therefore, ORDERED:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
- C. Notice of the Application (and service of the proposed order) was sufficient under the circumstances.
- D. The Application and the Atkinson Statement are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court.
- E. Protiviti does not hold or represent any interest materially adverse to the Committee, the Debtors' estate, or its creditors with respect to the matters upon which said law firm is to be engaged, and Protiviti is a "disinterested person," as defined in § 101(14) of the Bankruptcy Code and as required by § 327(a) of the Bankruptcy Code.
- F. The retention and employment of Protiviti in accordance with the Application and this Order is in the best interest of the Committee and the Debtors' estates.

IT IS HEREBY ORDERED THAT:

- 1. The Application is hereby APPROVED.
- 2. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.
- 3. The Committee is authorized to retain and employ Protiviti as its financial advisor, pursuant to §§ 327, 328 and 1103 of the Bankruptcy Code, retroactive to November 18, 2008.
- 4. Protiviti shall be compensated for such services and reimbursed for any related expenses as provided in the Application, and in accordance with applicable provisions of the

Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any additional procedures that may be established by this Court.

5. Notwithstanding anything to the contrary in the Application, the aggregate contribution of Protiviti to all claims, liabilities, losses, damages and expenses (or any action, claim, suit or proceeding in respect thereof), as incurred, related to or arising out of or in connection with Protiviti's services, shall not exceed twice the amount of fees actually received by Protiviti with respect to the services rendered pursuant to the Agreement.

Dated: _____

Honorable Kevin R. Huennekens
United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Lynn L. Tavenner
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SEEN AND NO OBJECTION:

/s/ Robert B. Van Arsdale (original on file)
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CERTIFICATION

I hereby certify that the foregoing proposed Order has been either served upon or endorsed by all necessary parties.

/s/ Lynn L. Tavenner

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)